

**MORLEY CORNER—TEMPLE BAPTIST CHURCH & SCHOOL
ZMAP 2009-0006**

PROFFER STATEMENT

**December 15, 2009
Revised May 25, 2010
Revised June 22, 2010
Revised June 30, 2010
Revised August 11, 2010
Revised August 19, 2010**

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended (the "Code"), as well as Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, (the "Zoning Ordinance"), Temple Baptist Church of Herndon, VA(hereinafter, the "Owner"), the sole owner of certain parcels of land identified as Loudoun County Tax Map 79 ((62)), Parcels 1, 2 and 3 (PIN: 088-37-1171, 088-47-1916, 088-47-3765, respectively) (hereinafter referred to as the "Property") on behalf of itself and its successors in interest, hereby voluntarily proffers that if the Board of Supervisors approves a rezoning of the Property to the Planned Development-Office Park ("PD-OP") and Planned Development-Community Center-Neighborhood Center ("PD-CC-NC") zoning districts to permit the construction of a church, child care center and accessory recreational fields in the PD-OP portion of the Property, and to permit within the PD-CC-NC zoned portion of the Property the retail uses listed as permitted uses and, if approved in accordance the Zoning Ordinance, special exception uses in the PD-CC-NC district regulations of the Zoning Ordinance, all in accordance with the Concept Development Plan referenced in Proffer I below, the Property shall be developed in substantial conformance with the proffers set forth in this Proffer Statement. With respect to the Property, this Proffer Statement shall supersede the Proffer Statement accepted by the Board of Supervisors in conjunction with the approval of ZMAP 2006-0003, Morley Corner (the "Morley Corner Proffers").

These proffers are intended to continue the prior commitments approved pursuant to the Morley Corner Proffers. Where the proffer commitments set forth in the Morley Corner Proffers are carried forward in force and not modified in this proffer statement, such proffer commitments are intended by the Owner to be allocated between the Owner and the owner of Loudoun County Tax Map 79 ((62)), Parcel 4 (PIN: 087-17-7312) (the "R-16 Property"), which is the R-16 zoned portion of ZMAP 2006-0003 also subject to the Morley Corner Proffers, and are not intended to duplicate commitments set forth in the Morley Corner Proffers. To that end, the Owner has signed an agreement (hereinafter, "Proffer Allocation Agreement") with Lansdowne Development Group ("LDG"), owner of the R-16 Property, allocating as between Owner and LDG, and their successors and assigns, the responsibilities for performance of the Morley Corner Proffers. A copy of

the Proffer Allocation Agreement is located in the land records of Loudoun County, Virginia as Instrument Number 20091009-0068916. Owner agrees and acknowledges: (a) that the Proffer Allocation Agreement is not binding on the County; (b) that the County's right and authority to enforce the Morley Corner Proffers in accordance with their terms against any of the properties subject to said proffers shall not be, or be deemed to be by virtue of these recitals or any other reason, affected, restricted, or limited in any manner; and (c) that if the County's enforcement of the Morley Corner Proffers is deemed by Owner to conflict in any way with the terms of the Proffer Allocation Agreement, such enforcement by the County shall not be precluded or prohibited thereby, and it will be solely up to the Owner or its successors to pursue its private rights under the Proffer Allocation Agreement against LDG or successors.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformance with the Concept Development Plan, identified as Sheets 1, 3, and 4 (together comprising and herein referred to as the "Concept Development Plan" or "CDP") of the plan set entitled "Morley Corner—Temple Baptist Church ZMAP 2009-0006 SPEX 2009-0026 Zoning Map Amendment and Special Exception" dated July 30, 2009, revised through August 19, 2010, prepared by Bowman Consulting Group, Ltd. (the "Plans"). If the Owner establishes the private school use accessory to a church on the Property, then the private school use shall be developed in substantial conformance with Sheet 6 of the Plans. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted as necessary to address grading, drainage, environmental considerations, compliance with regulatory agencies, as well as cultural and natural features, development ordinance requirements, other final engineering considerations, and to accommodate the recommendations of archeological studies.

II. DEVELOPMENT SCOPE

A. PD-OP Development

The PD-OP zoned portion of the Property shall be developed as a church and child care center as set forth in the PD-OP zoning district regulations of the Zoning Ordinance with a maximum square footage of 162,400 square feet, together with accessory recreational facilities as set forth or referenced herein.

B. Commercial Uses

The development of commercial uses on the portion of the Property zoned PD-CC (NC) shall include up to a maximum of 22,500 square feet of commercial uses. Such commercial uses may be any uses permitted in the PD-CC (NC) zoning district regulations of the Zoning Ordinance and may include any uses permitted by special

exception in the PD-CC (NC) zoning district regulations provided that approval of the requisite special exception is obtained in accordance with the Zoning Ordinance.

C. Water and Sewer

The Property will be developed using public water and sewer services, with such facilities provided at no cost to Loudoun County or to Loudoun Water.

D. Phasing

The PD-OP zoned portion of the Property will be completed in four phases. Phase I will include the construction of a “Phase I Church Building” up to a maximum of 2,400 square feet and the construction of the lighted recreational playing fields, tennis and basketball courts. Phase II will include construction of the Main Church Building, as shown on Sheets 3 and 5 of the Plans. Phase III will include the construction of the Ministries Building, as shown on Sheets 3 and 5 of the Plans, as well as the addition of the Kindergarten space and playground and a 5,000 square feet gymnasium as an expansion of the Main Church Building; and Phase IV will include the addition of a Fellowship Hall up to 5,300 square feet and main auditorium balcony to the Main Church Building.

The Owner may seek, but is not hereby assured of receiving, approval of a reduction in the required number of parking spaces at the time of Phase IV site plan approval as permitted by and in accordance with the Zoning Ordinance if it appears to the Owner that parking needs for the uses on the Property can be met with the existing required parking.

The PD-CC (NC) zoned portion of the Property shall not be subject to phasing, and uses on that portion of the Property may be constructed at any time upon approval of this rezoning once the applicable site plan and permitting requirements of the Zoning Ordinance have been fulfilled.

III. CHILD CARE & SCHOOL ATTENDEES

The child care center use shall operate only during the hours before and after school, beginning no earlier than 6:00 a.m. and closing no later than 7:00 p.m., Monday through Friday. The only children who may attend the child care center shall be children enrolled as students in the private school operated on the Property. The only children who may be students of any school operated on the Property shall be attendees of Temple Baptist Church.

IV. RECREATIONAL FACILITIES AND SIDEWALKS

A. Ashburn Village Boulevard Trail

The Owner shall provide a 10-foot wide asphalt multi-modal trail located within a maximum 14-foot wide public access easement along Ashburn Village Boulevard, in the general location shown on the CDP. Such trail shall be constructed in two (2) segments with one segment constructed in conjunction with the church use Phase II site plan for the portion of the trail located south of the Red Rum Drive intersection with Ashburn Village Boulevard and the other segment constructed in conjunction with the PD-CC (NC) site plan for the portion of the trail located north of the Red Rum Drive intersection with Ashburn Village Boulevard. The Owner shall grant a public access easement to the County, in a form as approved by the County Attorney, at no public cost, necessary to accommodate said trail in conjunction with the approval of the each said site plan, respectively, for development on the Property. The trail, once constructed, shall be maintained by the Property Owners Association (the "POA") required by Proffer VII, below, and the Declaration of Covenants applicable to the POA shall impose said maintenance obligation upon the POA.

B. Waxpool Road Trail

The Owner shall provide a 10-foot wide asphalt multi-modal trail located within a maximum 14-foot wide public access easement along Waxpool Road, in the general location shown on the CDP. Such trail shall be constructed in two (2) segments with one segment constructed in conjunction with the Phase I site plan for the portion of the trail located west of the Property entrance driveway along Waxpool Road and the other segment constructed in conjunction with the Phase II site plan for the portion of the trail located east of the Property entrance driveway along Waxpool Road. The Owner shall grant a public access easement necessary to accommodate said trail to the County, in form as approved by the County Attorney, at no public cost. An easement for that portion of the trail located west of the Property entrance driveway along Waxpool Road shall be granted in conjunction with the approval of the Phase I site plan, and an easement for that portion of the trail located east of the Property entrance driveway along Waxpool Road shall be dedicated in conjunction with the approval of the Phase II site plan. The trail, once constructed, shall be maintained by the POA required by Proffer VII, below, and the Declaration of Covenants applicable to the POA shall impose said maintenance obligation upon the POA.

C. Bicycle Parking

The Owner shall provide a minimum of two bicycle parking racks in conjunction with Phase IV, with a minimum capacity of 10 bicycles per rack, at two or more locations throughout the Property (one located in the PD-OP portion of the Property and one located in the PD-CC-(NC) portion). Bicycle racks shall be required to be maintained by the POA.

D. Recreational Facilities

The church may construct accessory recreational facilities including, but not limited to, baseball, softball, t-ball and soccer fields, and basketball and tennis courts along with one associated concession stand with rest room facilities. The recreational fields will be used only in conjunction with church activities and will not otherwise be open to the general public. No public address system, loudspeakers, hand-held bullhorns, or any other voice or sound amplification device will be allowed for the outdoor recreational uses, and the use of whistles for any purposes associated with the outdoor recreational uses shall be limited to fields of play.

The fields, basketball, and tennis courts may be lighted provided that the hours of operation of the lights shall be restricted to no later than 9:30 p.m. The light pole heights shall be limited to a maximum of 70 feet for the baseball, softball, t-ball and soccer fields and a maximum of 40 feet for the basketball and tennis courts. These lights shall be full cutoff and fully shielded and directed downward and inward to minimize glare on adjacent properties and public streets. The Owner shall utilize a lighting system for the playing fields that (i) is controlled through an automated scheduling and monitoring system; (ii) utilizes photometric efficiency in order to require fewer fixtures to achieve necessary light levels; and (iii) limits light trespass onto adjoining properties (such as, for example, the Musco Light-Structure Green model brand of outdoor field lighting or other lighting system that provides equivalent performance). If the outdoor field lighting needs to be replaced, the replacement lighting shall match the existing lighting model or be replaced with an equivalent or more technologically advanced outdoor field lighting model designed to provide equivalent or better reduction of off-site glare and reflection.

At least four benches will be provided throughout the Property.

V. TRANSPORTATION

A. Ashburn Village Boulevard

1. The Owner shall construct two lanes of a four lane divided road section of Ashburn Village Boulevard across the frontage of the Property, and in addition, shall construct a right turn lane and left turn lane for the full-movement entrance to the Property from Ashburn Village Boulevard, as shown on the CDP. However, in no event shall any record plat or site plan application on the Property be approved until all of the two-lane improvements and turn lanes along Ashburn Village Boulevard as described in and required under the Morley Corner Proffers, including the portion fronting the R-16 Property, have been bonded for construction. The two-lane improvements and turn lanes along Ashburn Village Boulevard as described in and required under the Morley Corner Proffers, including the portion fronting the R-16 Property, shall be open to the travelling public (but not necessarily accepted into the state secondary road system) prior to or in conjunction with approval of the first Certificate of Occupancy for any portion of the Main Church Building.

2. The Owner shall dedicate, at no cost to the County, right-of-way, along with all construction and maintenance related easements located outside of the right-of-way, sufficient to accommodate the widening of Ashburn Village Boulevard, described in Proffer V.A.1, above. The right-of-way shall be dedicated prior to or in conjunction with approval of the first record plat or first site plan for development of the Property, whichever occurs first.

B. Waxpool Road (Route 625)

1. The Owner shall dedicate, at no cost to the County, sufficient right-of-way within the Property to accommodate the right turn lane into the Property from Waxpool Road shown on the CDP. The Owner shall dedicate the right-of-way in conjunction with the approval of the first record plat or the first site plan for development of the Property, whichever is first in time.

2. The Owner shall construct two lanes of a four lane divided road section of Waxpool Road across the frontage of the Property, in addition to the right turn lane into the Property as shown on the CDP. The Owner shall construct or bond these improvements prior to or in conjunction with the approval of the first record plat or first site plan for development of the Property, whichever occurs first. The Owner shall also grant all necessary construction and maintenance-related easements associated with such improvements.

C. Traffic Signal at Ashburn Village Boulevard and Waxpool Road

The Owner shall make a monetary contribution to the County of \$57,875 towards construction of the traffic signal at the intersection of Ashburn Village Boulevard and Waxpool Road. Such contribution shall be made in conjunction with approval of the first record plat or first site plan for development on the Property or on the R-16 Property whichever occurs first. If, at the time such contribution is required to be paid hereunder, the owner of the R-16 Property has previously paid a contribution towards construction of said traffic signal, the amount of the contribution required hereunder from the Owner shall be reduced by the amount of said payment previously made by the R-16 Property owner.

D. Traffic Signal at Ashburn Village Boulevard and Red Rum Drive

The Owner shall fund and submit to VDOT and the County a traffic signal warrant analysis, upon request by the Virginia Department of Transportation ("VDOT") or the County, or earlier in the discretion of the Owner, for a traffic signal at the intersection of Ashburn Village Boulevard, Red Rum Drive, and the Property's entrance private access road shown on the CDP. If such traffic signal is warranted, regardless of whether the Owner has commenced development of the Property, the Owner shall construct and install a pedestrian-activated traffic signal in such location, and the Owner shall be responsible for 50% of the costs of installation of such signal. If Owner pays for

more than its 50% share of the costs of installation, the Owner, or the Owner's assignee, shall be entitled to be reimbursed by the County, from funds proffered or contributed by third parties for the purpose of installing the traffic signal at such intersection and actually received by the County, for any monies expended by the Owner exceeding the Owner's 50% share. Upon completion of the installation of the traffic signal at the said intersection, the Owner shall provide verified invoices for the costs incurred by it for the installation of such traffic signal and shall submit a request to the County for release of such funds as necessary to reimburse the Owner to the extent as provided herein. The Owner understands and acknowledges that such reimbursement is dependent upon receipt of funds from third parties and that the County does not guarantee such reimbursement.

E. Construction of Improvements by Others

In the event that any parties other than the Owner and the owner of the R-16 Property construct any improvements listed in Proffer V.A, V.B, or V.D above, the Owner shall make a contribution to Loudoun County for regional road or transportation improvements in an amount equivalent to the verified cost of said constructed improvements, as verified by Loudoun County. Such contribution shall be paid to Loudoun County at the time the Owner's obligations to construct such improvements would have occurred under the terms of this Proffer Statement. Such contribution shall be applied towards regional road or transportation improvements in the vicinity of the Property at the discretion of the Board of Supervisors.

F. Private Roadway

The internal private access road connection to the R-16 Property as shown on Sheet 4 of the CDP shall be used for emergency vehicle access purposes only. The Owner shall, in consultation with the Loudoun County Department of Fire, Rescue, and Emergency Management, install an appropriate barrier across the road connection in the location as shown on the CDP to block access to all motor vehicles while providing relative ease of access to emergency vehicles.

G. Crosswalks

Pedestrian crosswalks which cross over private roadways and driveways on the Property shall be constructed of decorative paving and have either the same decorative material in a contrasting pattern or concrete as an edging. The width of the crosswalks shall be at least as wide as the pedestrian walkways they connect.

VI. ENVIRONMENT

A. Tree Conservation Area

1. The Owner shall establish a Tree Conservation Area in the locations shown on Sheet 3 of the CDP. A minimum of 80 percent of the tree canopy within the

Tree Conservation Area will be preserved, exclusive of stands of Virginia Pine over 25 years in age. Encroachments counting towards the 20 percent maximum disturbance allowance shall be limited to trails, stormwater management facilities, retaining walls, and utilities. To the extent the Owner is able to preserve native, healthy, sustainable canopy as certified by a professional forester or certified arborist outside the Tree Conservation Area, such preserved areas shall count toward the minimum 80 percent commitment.

2. If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County's Urban Forester that any healthy tree located within the boundaries of the Tree Conservation Area has been damaged during construction and will not survive, then prior to bond release for any site plan on the Property, the Owner shall remove such tree and replace it with two (2) 2 ½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall approximate that of the removed damaged tree, unless otherwise agreed upon by the Owner and the County's Urban Forester.

3. The documents establishing and governing the POA required by Proffer VII hereof shall prohibit removal of trees in the Tree Conservation Area without specific permission of the County's Urban Forester, except as necessary to accommodate Forest Management Techniques recommended by a professional forester or certified arborist in order to protect or enhance the viability of the tree canopy. Such Forest Management Techniques may include, without limitation, pruning and removing vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect infested, dead, or hazardous to life or property. The POA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the Association without written approval from the County. The site plan for each portion of the Property containing Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited, except in accordance with the Association's Declaration of Covenants. Boundaries of the Tree Conservation Area shall be delineated on the site plan for each section of the development.

B. Riparian Buffer and Management Buffer

The Owner shall establish a 50-foot open space management buffer (the "Management Buffer") for the protection of, and to limit land disturbance adjacent to, the floodplain on the western portion of the Property as shown on the CDP. Within the portion of the 50-foot Management Buffer abutting the floodplain, the Owner shall establish a 25-foot open space riparian buffer (the "Riparian Buffer") as shown on the CDP. Where the Riparian Buffer is denuded or otherwise void of vegetation, Owner shall perform reforestation by planting one hundred and seventy-five (175) deciduous and evergreen trees per acre, a minimum of 25% of which shall be evergreen trees. Owner shall employ minimum 1-inch caliper deciduous trees and minimum 6-foot tall evergreen trees, both of which shall be native plant species. Only uses and improvements related to clearing and grading for, and installation of, utilities or retaining walls on the Property shall be permitted in the Riparian Buffer prior to reforestation. Following reforestation,

only those uses listed in the Zoning Ordinance under the definition of “Passive Recreation Uses” shall be permitted within the Riparian Buffer. The Owner shall submit a riparian planting plan prepared by a professional forester, landscape architect or ISA (International Society of Arborists) Certified Arborist, as part of a landscape plan which shall be submitted at the time of the first site plan for the development of areas adjacent to the Riparian Buffer for review and approval by the County Urban Forester. The approved riparian planting plan will be implemented concurrent with development of the area(s) immediately adjacent to the Riparian Buffer.

In the portion of the Management Buffer lying outside of the 25-foot Riparian Buffer, only uses and improvements related to clearing and grading for, and installation of, utilities on the Property shall be permitted. In addition to clearing and grading for utilities, clearing and grading and the construction of a retaining wall for the athletic fields specifically shall be permitted in said portion of the Management Buffer. Once these improvements are installed, the Owner shall re-seed any areas disturbed within the Management Buffer and maintain these areas with a grass cover.

C. Site Lighting

All lighting fixtures used in parking areas and on building exteriors shall be full cut-off and fully shielded, directed inward and downward, and designed to prevent glare on adjacent properties and public streets. The maximum average illumination for parking lot and structured parking lighting shall be 3 foot candles, and the maximum average illumination for exterior building lighting, including security lighting, shall be 5 foot candles.

D. Storm Water Management

To minimize maintenance associated with off-site receiving storm water management ponds and to improve water quality leaving the project site, storm water runoff from the on-site impervious surfaces (buildings, parking, roads, sidewalks, etc.), excluding the multi-modal trail adjacent to Ashburn Village Boulevard and Waxpool Road, shall be pre-treated prior to discharging into downstream storm water management ponds. Eighty percent (80%) of the on-site, impervious area within Phase I shall be pre-treated upon completion of Phase I of the project. Eighty percent (80%) of the on-site, impervious area within Phase II shall be pre-treated by the completion of Phase II of the project. Any remaining untreated on-site, impervious area, excluding the multi-modal trail adjacent to Ashburn Village Boulevard and Waxpool Road, shall be pre-treated by completion of Phase IV of the project. Pre-treatment may consist of oil-water separators, grassed/water quality swales, cisterns to capture runoff from building rooftops, or other equivalent water quality measures.

E. Goose Creek Stormwater Protection Policies

The Owner shall comply with the standards set forth in Section 1(a) of Table 4-1 of the Loudoun County Sanitation Authority 2003 Goose Creek Source Water Protection Program.

F. Landscaping Materials

Landscaping provided on the Property shall include a minimum of 50% native plant materials or acceptable alternative as approved by the County in the landscape plans included as part of the site plan applications for the Property.

G. Recreational Field Maintenance

The Owner shall use organic fertilizers, pesticides and insecticides, if needed, to maintain the grassed playing fields. Additionally, the Owner may use the on-site well provided that it is used solely to irrigate or water the grassed playing fields. The Applicant will construct at least one rainwater cistern on the Property to provide water for irrigation of the athletic fields and/or landscaping. Additionally, the Owner will comply with the requirements of Section 6.240 of the Loudoun County Facilities Standards Manual ("FSM"), which requires hydrogeologic studies under certain conditions, during all phases of the development of the project.

H. Parking Area Screening

The Owner shall provide a Type 2 buffer along the Ashburn Village Boulevard frontage of the Property to screen the cars parked adjacent to the Ashburn Village Boulevard frontage.

VII. PROPERTY OWNERS ASSOCIATION

A. Property Owners Association

1. POA General Responsibilities

All property owners within the Property shall be members of a Property Owners Association (the "POA"). The documents establishing the POA and the Declaration of Covenants shall provide that the POA will be responsible for: establishing architectural guidelines and design standards; maintaining common areas including private roads, street lighting, driveways, parking lots, trails, bicycle racks and any other features or infrastructure required by this Proffer Statement to be maintained by the POA; maintaining storm drainage and stormwater management easements and facilities to the extent not maintained by VDOT or the County; maintaining common area landscaping; removing snow from private streets; and ensuring trash removal services for the Property.

2. Establishment of POA

Prior to approval of the first site plan for the Property, draft documents for the establishment of the POA and a Declaration of Covenants ("POA Covenants") shall be submitted to the County for review and approval. The POA shall be established, and the Declaration of Covenants, as approved by the County, shall be recorded in the Land Records prior to approval of the first site plan for the Property.

B. Design Guidelines

In order to provide for the implementation of design concepts, the POA Covenants shall require the establishment of a design review committee and shall require said committee to adopt design standards in general conformance with the Design Guidelines, included by reference as Exhibit C (dated May 25, 2010) (the "Design Guidelines"). The guidelines shall provide for the regulation of streetscape and architectural standards that will ensure the development of an attractive and unified community. The Morley Corner design review committee shall be established and its design guidelines imposed within three (3) months of the creation of the POA and shall review all development plans.

VIII. EMERGENCY SERVICES

A. Prior to the issuance of each zoning permit for the Property, a one-time contribution of \$0.10 per gross square foot of floor area covered by such permit shall be paid to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.

B. Said amounts are stated in 1988 dollars, and shall be adjusted each January 1 hereafter in conformance with the Consumer Price Index, for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area.

C. Contributions made pursuant to this Section VIII shall be divided equally between the primary fire and rescue companies providing service to the Property. Notwithstanding the foregoing at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions required by this section shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as a volunteer system is the primary provider of fire and rescue services to the Property. If only one of these services ceases to be provided by a volunteer company, then the contribution required by this section shall be halved and shall continue to be provided to the remaining volunteer company.

IX. AGREEMENTS WITH FARMWELL HUNT HOA

The Owner shall make annual contributions towards the maintenance and upkeep of the regional stormwater management pond shared with the Farmwell Hunt community and the R-16 Property, such amount to equal 12.5% of the annual costs of maintenance and upkeep of said stormwater management pond. Such obligation shall be assumed by the POA once such association is created.

X. ANNUAL ADJUSTMENT

Unless otherwise specified herein, all cash contributions required by this Proffer Statement shall be subject to an annual adjustment based on the CPI-U with a base year of 2010. The first such adjustment shall occur January 1, 2011, and shall be applied each January 1 thereafter.

The undersigned hereby warrants that all owners with a legal interest in the Property have signed this Proffer Statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

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TEMPLE BAPTIST CHURCH OF HERNDON, VA

By: David L. Pittman (SEAL)

Name: DAVID L. PITTMAN

Title: SR PASTOR

STATE OF Virginia)

) to-wit:

COUNTY/CITY OF Loudoun

The foregoing Proffer Statement was acknowledged before me this 25th day of August, 2010, by David L. Pittman, as SR. Pastor of Temple Baptist Church and School.

Jacqueline L. Allison
Notary Public

My Commission Expires: _____

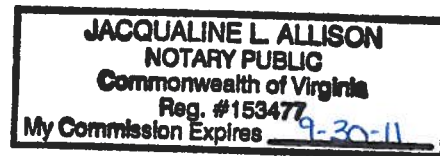


EXHIBIT A

MORLEY CORNER – TEMPLE BAPTIST CHURCH ZONING MODIFICATIONS

Zoning Ordinance Section	<u>Revised 1993 Zoning Ordinance</u> Requirement	Morley Corner Proposed Modifications
Section 4-205(C)(2), Yards, Adjacent to Agricultural and Residential Districts and Land bays Allowing Residential Uses.	<i>"(All Centers) No buildings, parking, outdoor storage, areas for collection of refuse or loading areas shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."</i>	The Owner requests modification of the 100 foot yard requirement adjacent to residential uses along the northern boundary and along the western property line to be modified to a minimum of 20 feet so as to provide loading, parking, and trash removal in the PD-CC(NC) portion of the Property within such required yard. In lieu of such perimeter yard, Owner proposes a Type 3 buffer adjacent to residential uses along the northern boundary.
Section 4-305(B)(2), Yards, Adjacent to Agricultural and Residential Districts and Land bays Allowing Residential Uses.	<i>No building, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than (100) feet to any agricultural district, any existing or zoned residential district, or land bay allowing residential uses. No parking shall be permitted closer than fifty (50) feet to any such area. No parking, outdoor storage, areas for collection of refuse, or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses are visible from said agricultural and residential areas.</i>	The Owner requests modification of the 100 foot yard requirement adjacent to residential uses along the northern boundary and along the western property line to be modified to a minimum of 20 feet so as to provide loading, parking, and trash removal in the PD-OP portion of the Property within such required yard. In lieu of such perimeter yard, Owner proposes a Type 3

	<i>When a PD-OP lot, parcel and/or land bay is developed adjacent to an agricultural district, an existing or zoned residential district, or land bay allowing residential uses, which was zoned for agricultural or residential uses subsequent to the adoption of this zoning ordinance and subsequent to zoning of the Subject Property as PD-OP, the setback required in (B) (3) below shall apply.</i>	buffer adjacent to residential uses along the northern boundary.
Section 4-206(D)(1), Building Requirements. Vehicular Access, Neighborhood Centers.	<i>To permit one full-movement access to the private access roadway serving the Subject Properties.</i>	The Applicant's proposal seeks to maximize use of the approved Red Rum Drive/Ashburn Village Boulevard intersection and minimize the number of private commercial entrances and reduce traffic movements on Ashburn Village Boulevard. The traffic from the small-scale commercial use and the church-related uses can be served adequately by a private roadway, not requiring a public local street. Additionally, the reduced roadway width design permitted for private roadways serves to increase the amount of open space within the Subject Properties.

EXHIBIT B

MORLEY CORNER – TEMPLE BAPTIST CHURCH
CONCEPT DEVELOPMENT PLAN

EXHIBIT C

MORLEY CORNER—TEMPLE BAPTIST CHURCH
DESIGN GUIDELINES